

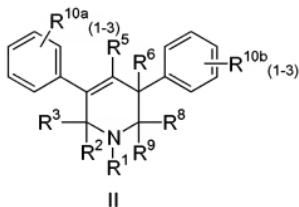
In the claims:

Please amend the claims as shown:

APPROVED: /BR/

1. (Cancelled)

2. (Currently amended) A compound as illustrated by Formula II:



wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R1 is selected from $\text{SO}_2\text{C}_1\text{-C}_{10}$ alkyl and $(\text{C}=\text{O})\text{C}_1\text{-C}_{10}$ alkyl, said alkyl is optionally substituted with one, two or three substituents selected from R10; and $\text{SO}_2\text{NRC}_6\text{H}_4\text{C}_6\text{H}_4\text{R}'$ and $(\text{C}=\text{O})\text{NRC}_6\text{H}_4\text{C}_6\text{H}_4\text{R}'$;

R2, R3, R6, R8 and R9 are H;

R5 is H;

R10 is:

- 1) $(C=O)_a ObC1-C10$ alkyl;
- 2) $(C=O)_a Obaryl$;
- 3) $C2-C10$ alkenyl;
- 4) $C2-C10$ alkynyl;
- 5) $(C=O)_a Ob$ heterocyclyl;
- 6) CO_2H ;
- 7) halo;
- 8) CN ;
- 9) OH ;
- 10) $ObC1-C6$ perfluoroalkyl;
- 11) $Oa(C=O)bNR^{11}R^{12}$;
- 12) $S(O)_mRa$;
- 13) $S(O)_2NR^{11}R^{12}$;
- 14) oxo;
- 15) CHO ;
- 16) $(N=O)R^{11}R^{12}$; or
- 17) $(C=O)_a ObC3-C8$ cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R13;

R11 and R12 are independently selected from:

- 1) H;
- 2) $(C=O)ObC1-C10$ alkyl;
- 3) $(C=O)ObC3-C8$ cycloalkyl;
- 4) $(C=O)Obaryl$;
- 5) $(C=O)Ob$ heterocyclyl;
- 6) $C1-C10$ alkyl;
- 7) aryl;
- 8) $C2-C10$ alkenyl;
- 9) $C2-C10$ alkynyl;
- 10) heterocyclyl;

- 11) C₃-C₈ cycloalkyl;
- 12) SO₂R^a;
- 13) (C=O)NRb₂;
- 14) oxo; and
- 15) OH;

said alkyl, cycloalkyl, aryl, heterocyllyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R13; or

R11 and R12 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R13;

R13 is selected from:

- 1) (C=O)rOs(C1-C10)alkyl;
- 2) Or(C1-C3)perfluoroalkyl;
- 3) (C₀-C₆)alkylene-S(O)_mR^a;
- 4) oxo;
- 5) OH;
- 6) halo;
- 7) CN;
- 8) (C=O)rOs(C2-C10)alkenyl;
- 9) (C=O)rOs(C2-C10)alkynyl;
- 10) (C=O)rOs(C3-C6)cycloalkyl;
- 11) (C=O)rOs(C₀-C₆)alkylene-aryl;
- 12) (C=O)rOs(C₀-C₆)alkylene-heterocyclyl;
- 13) (C=O)rOs(C₀-C₆)alkylene-N(Rb)₂;
- 14) C(O)R^a;
- 15) (C₀-C₆)alkylene-CO₂R^a;
- 16) C(O)H;
- 17) (C₀-C₆)alkylene-CO₂H;

18) $\text{C}(\text{O})\text{N}(\text{Rb})_2$;

19) $\text{S}(\text{O})_m\text{R}^a$; and

20) $\text{S}(\text{O})_2\text{N}(\text{Rb})_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from Rb, OH, (C1-C6)alkoxy, halogen, CO₂H, CN, O(C=O)C1-C6 alkyl, oxo, and N(Rb)₂;

R^a is (C1-C6)alkyl, (C3-C6)cycloalkyl, aryl, or heterocyclyl;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from Rf;

Rb is H, (C1-C6)alkyl, aryl, heterocyclyl, (C3-C6)cycloalkyl, (C=O)OC1-C6 alkyl, (C=O)C1-C6 alkyl or S(O)2R^a;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from Rf;

RC and RC' are independently selected from: H; and (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, optionally substituted with one, two or three substituents selected from R¹³, or

R^e and R^{e2} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹³;

Rd and Rd' are independently selected from: (C1-C6)alkyl, (C1-C6)alkoxy and NRB₂, or

Rd and Rd' can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NRC, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹³;

R_c is selected from: H and (C₁-C₆)alkyl;

R_f is selected from: heterocycl₁, or amino substituted heterocycl₁, (C₁-C₆)alkyl, amino (C₁-C₆)alkyl, (C₁-C₆)alkyl amino, hydroxy (C₁-C₆)alkyl, OH and NH₂; and

R^{10a} and R^{10b} are independently selected from:

- 1) —H;
- 2) —C₁-C₁₀-alkyl;
- 3) —C₂-C₁₀-alkenyl;
- 4) —C₂-C₁₀-alkynyl;
- 5) —OH;
- 6) —CN;
- 7) —halo;
- 8) —CHO;
- 9) —CO₂H;
- 10) —(C₁-C₆)alkyl amino; and
- 11) —(C₁-C₆)alkyl hydroxy;

R^{10a} is independently selected from H and fluoro;

R^{10b} is independently selected from H and OH;

and all other substituents and variables are as defined in Claim 1;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Currently amended) A compound selected from:

5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;
~~1-acetyl 5-(2,5-difluorophenyl)-3-phenyl-1,2,3,6-tetrahydropyridine;~~
5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;
5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-sulfonamide;
(1S)-1-cyclopropyl-2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-oxoethanamine;
5-(2,5-difluorophenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;
5-(2,5-difluorophenyl)-N-[2-(dimethylamino)ethyl]-N-methyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide
5-(2,5-difluorophenyl)-3-phenyl-1-(pyrrolidin-1-ylcarbonyl)-1,2,3,6-tetrahydropyridine
5-(2,5-difluorophenyl)-N-(2-hydroxyethyl)-N-methyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide
5-(2,5-difluorophenyl)-1-(2,2-dimethylpropanoyl)-3-phenyl-1,2,3,6-tetrahydropyridine
4-{{5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]carbonyl}morpholine
4-{{5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]acetyl}morpholine
2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-N,N-dimethylacetamide
1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-ol
N-tert-butyloxycarbonyl-1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-amine
1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-amine
3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-amine
1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-amine

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A compound selected from:

2-[{[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]carbonyl}(methyl)amino]-*N,N*-dimethyllethanaminium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium trifluoroacetate

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-aminium trifluoroacetate

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-aminium trifluoroacetate and

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-aminium trifluoroacetate.

8. (Original) The compound according to Claim 6 which is selected from:

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Previously amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 2.

10. (Withdrawn/Previously amended) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 2.

11. (Currently amended) A pharmaceutical composition made by combining the compound of Claim 2 and a pharmaceutically acceptable carrier.

12. (Cancelled)

13. (Original) The composition of Claim 11 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- γ agonist, a PPAR- δ agonist; an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

14. (Original) The composition of Claim 13, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon- α , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillo, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

15. (Original) The composition of Claim 13, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

16. (Cancelled)

17. (Withdrawn/Previously amended) The method of treating or preventing cancer according to Claim 10 which further comprises administering a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse

transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- γ agonist, a PPAR- δ agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

18. (Cancelled)

19. (Withdrawn/Previously amended) The method of treating or preventing cancer according to Claim 17 wherein the second compound is paclitaxel or trastuzumab.

20. (Cancelled)